# UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF OHIO, WESTERN DIVISION

BP CARE, INC.

Plaintiff,

v.

Case No. C-1-01-526

TOMMY THOMPSON, SECRETARY OF HEALTH AND HUMAN SERVICES, and

UNITED STATES DEPARTMENT OF HEALTH AND HUMAN SERVICES, et al.

Defendants.

Hon. Susan J. Dlott, District Court Judge

### **DECLARATION OF JAMES WALSH**

I, James Walsh, state and declare as follows:

- I am an Assistant Regional Counsel for the Office of the General Counsel, U.S.
   Department of Health and Human Services, Region V.
- 2. The attached documents are true and correct copies of corporate filings by BP Care, Inc., RCR North, Inc., and Regal Care Residences, Inc., which I printed from the Ohio Secretary of State's "Business Services Queries" database on February 27, 2004.
- 3. The URL for the Ohio Secretary of State's website is: www.sos.state.oh.us.
- 4. The web address of the Ohio Secretary of State's "Business Services Queries" is:

  http://www.sos.state.oh.us/servlet/page?\_pageid=56,62&\_dad=porthope&\_schema=POR

  THOPE.

Pursuant to 28 U.S.C. 1746, I declare under penalty of perjury that the foregoing is true and correct. Further more the declarant sayeth naught.

Executed on this first day of March, 2004,

ames P. Walsh

APPROVED
By PH
Date 7/19/99
Amount \$8500
RECEIVED

OF
BP CARE, INC.
(Under Chapter 1701.01 et seq.)
Profit Corporation

ARTICLES OF INCORPORATION

JUL 1 6 1999

SECRETARY OF STATE

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01, *et seq.* of the Revised Code of Ohio, do hereby certify:

#### Article I

The name of the corporation shall be BP Care, Inc.

#### Article II

The place in Ohio where its principal office is to be located is Hamilton, Butler County, Ohio.

#### Article III

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

#### Article IV

The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

#### Article V

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this // day of July, 1999.

Randall Richards

Case 1:01-cv-00526-SJD

#### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of BP Care, Inc., hereby appoint J. Randall Richards, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

J. Randall Richards Attorney at Law 17 South High Street, Suite 600 Columbus, Franklin County, Ohio 43215

Date: July /6, 1999

J. Bandall Richards

### ACCEPTANCE OF APPOINTMENT

The undersigned, J. Randall Richards, named herein as statutory agent for BP Care, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

J. Randall Richards

F:\CLIENTS\KING\BP Care\BPCare.ino.doo



# J. Kenneth Blackwell

form). To citain the Forms Inventory List or for assistance, please

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

UNIFORM COMMERCIAL CODE FILINGS

**CORPORATE FILINGS** 

FLEASE RETURN THE ATTACHED DOCUMENTS TO:

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| . CHAR                       | 71         |
| ATIN                         |            |
| 17 S. HIGH ST.               |            |
| STREET ADDRESS               |            |
| Country. OH                  | 43215      |
| CITY STATE                   | <b>ZIP</b> |
| 461-1156                     | · ·        |
| TELEPHONE                    |            |
|                              |            |

IF NOT CHECKED, IT WILL BE MAILED

Case 1:01-cv-00526-SJD Document 30-3 Filed 03/02/2004 Page 5 of 34

Doc ID -->

199920100464

DESCRIPTION
ARF DOMESTIC ARTICLES/FOR PROFIT FILING 85.00 PENALTY 0.00 DOCUMENT NO **EXPED** CERT COPY 10.00 0.00 0.00 8/5/1999 199920100464 TOTAL 10.00 0.00 0.00 0.00

**Return To: GEOFFREY E. WEBSTER** ATTN CHAR 17 S HIGH ST **COLUMBUS, OH 43215-0000** 





# The State of Ohio & Certificate &

Secretary of State - J. Kenneth Blackwell

### 1091061

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BP CARE, INC. and that said business records show the filing and recording of:

Document(s)
DOMESTIC ARTICLES/FOR PROFIT

Document No(s): 199920100464

United States of America State of Ohio

Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, This 16th day of July, A.D. 1999

Secretary of State



# Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please cail Customer Service:

∐ ∨es

Cantral Ohio. (644)-466-3910 Tail Free: 1-877-308-77LE (1-877-767-3451

### TRADE NAME REGISTRATION

| ı.       | The exact 7      | Frade Name being registered is  |   |                |                                 |  |        |
|----------|------------------|---|---|----------------|---------------------------------|--|--------|
|          | The Res          | idence at Kensington Plac   | 2   |                |                                 |  |        |
|          | (                | SEE INSTRUCTIONS = ( )  |   |                |                                 |  |        |
| P!c      | ase note that    | registration of a trade name is NOT a   | n AUTHORIZATI   | CN fro         | om the Secretary of State       | s ciffice to use the name.                                     |        |
|          |                  | ter a particular name means that the n  |   |                |                                 |  |        |
|          |                  | rvised Code Section 1329 02. Registra   |   |                |                                 |  |        |
|          |                  | persons/enuties having superior right   |   |                |                                 | <b></b>  |        |
|          | 144 01441115 01  | Dersons emilies having suberior fress   | 3 111 110 11111 01 01                                 |                |                                 |  |        |
| 2.       | The registr      | ant is: (check appropriate box)   |   |                |                                 |  |        |
| ۷.       |                  | lividual General Partr  | a-hi-   |                | a foreign corporation in        | comomised in the   |        |
|          | =                | ited Parmership:  | resamb  |                | state of                        | icorporated in the   |        |
|          |                  |   |   |                | holding Ohio license n          |  |        |
|          | Secret           | ary of State Registration no.   |   |                | <b>-</b>                        |  |        |
|          | _                |   | <b>-</b> .  | <del>,</del> , | (SEE INSTRUCTIONS               | · · · ·  |        |
|          |                  | uo Limuted Liability Company, registr   | ation   | <b>=</b>       | an ununcorporated asso          |  |        |
|          | no               |   | ~   | Ш              | a foreign limited liabili       |  |        |
|          | EE≭ an Oh        | uo corporation, charter no. 109106  | <u> </u>  |                | organized in the state of       |  |        |
|          |                  |   |   | _              | and holding Ohio regis          | tration no   |        |
|          |                  |   |   |                | other                           |  |        |
| •        |                  |   |   |                |                                 |  |        |
|          |                  |   |   |                |                                 |  |        |
| 3.       | The name         | of the registrant designated in item 2  | s:  |                |                                 |  |        |
|          | BP CARE          | , INC.  |   |                |                                 |  |        |
|          | NOTE: V          | Where the registrant is a partnershi  | p, the name of the                                    | раги           | ership must appear on           | this line. If the registrant                                   | 3 1    |
|          | foreign co       | rporation licensed in Ohio under an   | assumed name. be                                      | oth th         | e assumed name and ac           | THE COMPANY title of such                                      |        |
|          |                  | on must appear on this line.  |   |                |                                 | HEOFINED   |        |
|          | •                | ••  |   |                | Δ                               | PD 4 a a a   |        |
| 4.       | The busine       | ess address of the registrant is:   |   |                | 71                              | PR 1 9 2000  |        |
|          |                  | 4 Salem Road  |   |                | J. KEN                          | INC.   |        |
|          |                  |   | (street audress                                       |                | SECR                            | LIN BLACKWELL  |        |
|          |                  |   |   |                |                                 |  |        |
|          | Cinc             | innati  | Hamilton  |                | Ohio Ohio                       | LIARY OF 337 PAR   |        |
|          |                  | innati  | Hamilton  |                | Ohio (state)                    | (ZID CODE)   |        |
|          |                  | city, townsmin, or village)   | Hamilton (count                                       |                | Un10                            | THE STATE  |        |
|          |                  |   | Hamilton (count                                       |                | Un10                            | THE STATE  |        |
| 4        | NOT              | city, townsino, or village) E: P.O. Box addresses are not acco  | Hamilton (count                                       |                | Un10                            | THE STATE  |        |
| 5.       | NOT<br>Complete  | city, townsian, or village)  E: P.O. Box addresses are not acco   | Hamilton (count                                       | y)             | UNIO (state:                    | (zip code)   | e)     |
| 5.       | NOT<br>Complete  | city, townsino, or village) E: P.O. Box addresses are not acco  | Hamilton (count                                       | y)             | UNIO (state:                    | THE STATE  | e)     |
| 5.       | NOT<br>Complete  | city, townsian, or village)  E: P.O. Box addresses are not acco   | Hamilton (count                                       | y)             | UNIO (state:                    | (zip code)   | e;     |
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| 5.       | NOT<br>Complete  | city, townsian, or village)  E: P.O. Box addresses are not acco   | Hamilton (count                                       | y)             | UNIO (state:                    | (zip code)   | e:     |
|          | Complete NAMES ( | city, townsmin, or village)  E: P.O. Box addresses are not accountly if registrant is a partnership:  DF ALL GENERAL PARTNERS   | Hamilton (counceptable.                               | OMP            | UNIO (STATE)  LETE RESIDENCE AI | (zzp code)  DDRESS (including zip cod                          | e:     |
| NO       | Complete NAMES ( | city, townsmin, or village)  E: P.O. Box addresses are not accountly if registrant is a partnership:  OF ALL GENERAL PARTNERS  iant to OAG 89-081, if a general partnership partnership.  | Hamilton (counceptable.                               | OMP            | Unio (state)  LETE RESIDENCE AF | (zp code)  DRESS (including zip code)  be licensed to transact | e;<br> |
| N(<br>bu | Complete NAMES ( | city, townsmin, or village)  E: P.O. Box addresses are not accountly if registrant is a partnership:  DF ALL GENERAL PARTNERS  iant to OAG 89-081, if a general partner; if a general partner; if a general partner is a foreign core | Hamilton (counceptable.  Counceptable.                | OMP            | Unio (state)  LETE RESIDENCE AF | (zp code)  DRESS (including zip code)  be licensed to transact | e;     |
| N(<br>bu | Complete NAMES ( | city, townsmin, or village)  E: P.O. Box addresses are not accountly if registrant is a partnership:  OF ALL GENERAL PARTNERS  iant to OAG 89-081, if a general partnership partnership.  | Hamilton (counceptable.  Counceptable.                | OMP            | Unio (state)  LETE RESIDENCE AF | (zp code)  DRESS (including zip code)  be licensed to transact | e;<br> |
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| N(<br>bu | Complete NAMES ( | city, townsmin, or village)  E: P.O. Box addresses are not accountly if registrant is a partnership:  DF ALL GENERAL PARTNERS  iant to OAG 89-081, if a general partner; if a general partner; if a general partner is a foreign core | Hamilton (counceptable.  Counceptable.                | OMP            | Unio (state)  LETE RESIDENCE AF | (zp code)  DRESS (including zip code)  be licensed to transact | e;     |

**Doc ID -->** 200011500956

## J. Kenneth Blackwell

Secretary of State

The nature of business conducted by the registrant tinger the trace name is (picase be specific: Operation of a Nursing Home.

The registrant has been using this trace name since April 19, 2000 (SEE INSTRUCTION =) menun days year:

This document is signed by the applicant or by a memoer or by any by any authorized officer of the applicant.

igned findle Richard

Page 2 of 2

167-RNO

Version: May 1 1999



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# **CORPORATE FILINGS**

# CORPORATIONS ONLY

**EXPEDITE** SERVICE

### **CORRESPONDENCE**

#### PLEASE RETURN THE ATTACHED DOCUMENTS TO:

| Geoffrey E. Webster  |                                   |       |
|----------------------|-----------------------------------|-------|
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|                      |                                   |       |
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| CHAR                 |                                   |       |
| ATTN                 |                                   |       |
|                      |                                   |       |
|                      |                                   |       |
| 17 South High Street | , Suite 600                       |       |
| STREET ADDRESS       |                                   |       |
|                      |                                   |       |
|                      |                                   |       |
| Columbus             | Ohio                              | 43215 |
| CITY                 | STATE                             | ZIP   |
|                      |                                   |       |
| (614) 461-1156       |                                   |       |
| TELEPHONE            |                                   |       |
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183-CSP

Page 1 of 1

Version: May 1, 1999

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200011500956

 DATE
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 DESCRIPTION

 1. 4/26/2000
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cut along the dotted line-



# The State of Ohio & Certificate &

Secretary of State - J. Kenneth Blackwell

### 1149937

It is hereby certified that the Secretary of State of Ohio has custody of the business records for THE RESIDENCE AT KENSINGTON PLACE and that said business records show the filing and recording of:

<u>Document(s)</u> TRADE NAME/ORIGINAL FILING Document No(s): 200011500956

Date of First Use: 4/19/2000 Expiration Date: 4/21/2005 Applicant: BP CARE, INC. 6164 SALEM RD CINCINNATI, OH 45230-0000

United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio, This 21st day of April, A.D. 2000



J. Kenneth Blackwell Secretary of State

DATE: 03/08/2001 DOCUMENT ID 200106701552

DESCRIPTION
DOMESTIC ARTICLES/FOR PROFIT

FILING

EXPED 10.00 PENALTY .00 CERT

COPY

Receipt

This is not a bill. Please do not remit payment.

GEOOFFREY WEBSTER 17 SOUTH HIGH STREET STE 600 (CHAR) COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

#### 1213903

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

#### RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200106701552



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 6th day of March, A.D. 2001.

Ohio Secretary of State

### ARTICLES OF INCORPORATION

OF

RCR NORTH, INC.

(Under Chapter 1701.01 et seq.)

**Profit Corporation** 

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01, et seq. of the Revised Code of Ohio, do hereby certify:

Article I

The name of the corporation shall be RCR North, Inc.

Article II

The place in Ohio where its principal office is to be located is Hamilton, Butler County, Ohio.

Article III

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

Article IV

The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

Article V

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this 6 day of March, 2001.

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of RCR North, Inc., hereby appoint Geoffrey E. Webster, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

Geoffrey E. Webster Attorney at Law 17 South High Street, Suite 600 Columbus, Franklin County, Ohio 43215

Date: March 6, 2001

ACCEPTANCE OF APPOINTMENT

The undersigned, Geoffrey E. Webster, named herein as statutory agent for RCR North, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Clients/carington/newsurp/scr.north/incorp01.065

Case No. C-1-01-526 HHS Ex. 2

Geoffice & Webster
Attorney at Daw

DATE: 04/30/2001 DOCUMENT ID 200112000408

DESCRIPTION MERGER/DOMESTIC (MER) FILING 50.00 EXPED

PENALTY .00

CERT

COPY

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GEOFFREY E. WEBSTER 17 S. HIGH ST. SUITE 600 COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

1213903

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200112000408



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of May, A.D. 2001.

Ohio Secretary of State

Quneth (Sac

Case No. C-1-01-526 HHS Ex. 2

Page 1

Page 13 of 34

DOCUMENT ID DESCRIPTION 2001 12000408 MERGED OUT OF EXISTENCE (MEX) DATE: 04/30/2001

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# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

1091061

It is hereby certified that the Secretary of State of Ohio has custody of the business records for BP CARE, INC.

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

MERGED OUT OF EXISTENCE

200112000408



United States of America State of Ohio Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of May, A.D.

Ohio Secretary of State

DOCUMENT ID DESCRIPTION 200112000408 MERGED OUT OF EXISTENCE (MEX) DATE: 04/30/2001

FILING

EXPED

PENALTY

CERT

COPY .00

Receipt

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GEOFFREY E. WEBSTER 17 S. HIGH ST. SUITE 600 COLUMBUS, OH 43215

# STATE OF OHIO

# Ohio Secretary of State, J. Kenneth Blackwell

454914

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HAMILTON CARE, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200112000408



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of May, A.D. 2001.

Ohio Secretary of State

Quett Backmell

Case 1:01-cv-00526-SJD



# Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

**√**kYes

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

### CERTIFICATE OF MERGER

| effect   | cordance with the requirements of Ohio law, the undersigned corporations, banks, savings can, limited liability companies, limited partnerships and/or partnerships with limited liability a merger, set forth the following facts:  | CLIENT SERVICE | 20 sesida pr<br>esida esida pr<br>esida pr<br>esida pr<br>esida pr<br>esida pr<br>esida pr<br>esida pr<br>es | RECE<br>SECRETARY |  |
|--|--|----------------|--|-------------------|--|
| SUR  | VIVING ENTITY  | 33             | ⊋  | F1.               |  |
| A. The r   | name of the entity surviving the merger is:  | CEN            | <u></u>  | AIS               |  |
| RCR NO   | rth. Inc.  | <del>-</del>   | <del>-</del> 8   | <del>P.</del>     |  |
| B. Name  | e Change: As a result of this merger, the name of the surviving entity has been changed to   | the fo         | llowing:   |                   |  |
| (Complete on   | iy if name of surviving ensity is changing through the merger)   |                |  |                   |  |
| C. The s   | arriving entity is a: (Please check the appropriate box and fill in the appropriate appropriate box and fill in the approximate box and fill in the approximate box and fill in the approximate box and fill it in the approximate box and fill it in the appr | riate l        | bianks)  |                   |  |
| <b>13</b>  | Domestic (Ohio) for-profit corporation, charter number 1213903   |                |  |                   |  |
| · 🗆 🗆  | Domestic (Ohio) non-profit corporation, charter number   |                |  | •                 |  |
| . 🗖  | Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number   |                |  |                   |  |
| Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio, |  |                |  |                   |  |
| · 🗆  | Domestic (Ohio) limited liability company, with registration number  |                |  |                   |  |
|  | Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number   |                |  |                   |  |
|  | Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio.  |                |  |                   |  |
| · 🗆  | Domestic (Ohio) limited partnership, with registration number  | _              |  |                   |  |
|  | Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number   |                |  |                   |  |
|  | Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and NOT registered to do business in the state of Ohio.  | -              |  |                   |  |
|  | Domestic (Ohio) partnership having limited liability, with the registration number   |                |  | _                 |  |
|  | Page 1 of 6  |                | on: May 1,   |                   |  |

### J. Kenneth Blackwell

Secretary of State

|           | Foreign (Non-Ohio) partnership having limited l   |  |  |                                       |
|-----------|---|--|--|---------------------------------------|
| II.       | Merging Entities  The name, charter/license/registration number, type of entity which is a party to the merger are as follows: (If this is insured).  |  |  |                                       |
|           | sheet listing the merging entities) Name  | State/C  | Country of Organi  | zation Type of Entity                 |
|           | Hamilton Care. Inc.   |  |  |                                       |
|           | RP Care, Inc.   |  |  | For Profit Co                         |
|           |   |  |  |                                       |
| m.        | Merger Agreement on File  The name and mailing address of the person or entity from of merger upon written request:  Geoffrey E Webster   |  | High Street  | , Suite 600                           |
|           | (name)  | Obd.   |  | and number)                           |
|           | (city, village or township)   | Ohio   | ate)   | (Zip sode)                            |
| V.<br>VI. | This merger is to be effective on: 05/01/01 (if a filling; the effective date of the merger cannot be earlier that will be the effective date of the merger).  Merger Authorized  The laws of the state or country under which each constitue This merger was adopted, approved and authorized by each under which it is organized, and the persons signing this ce authorized to do so.  Statutory Agent | n the date of filing<br>ant entity exists, pe<br>tof the constituent | if no date is specifications, if no date is specification in complete in compl | :<br>lance with the laws of the state |
| •         | The name and address of the surviving entity's statutory age  | ent upon whom an   | y process, notice  | or demand may be served is:           |
|           | Geoffrey E. Webster   | 17 South   | High Street  | , Suite 600                           |
|           | (name)  |  | •  | d number)                             |
|           | Columbus  | , Ohio 4231  |  |                                       |
|           | (city, village or township) (This item MUST be completed if the surviving entity is a feauthorized to conduct business in the state of Ohio)  | oreign entity which  |  | code)<br>registered or otherwise      |
|           | Acceptance of Agent The undersigned, named herein as the standory agent for the and accepts the appointment of starttory agent for said entitled.   | he above reference<br>ity.   | d surviving entity   | hereby acknowledges                   |
|           | (The acceptance of agent must be completed by dome merger the statutory agent for the surviving entity has any way from the name currently on record with the S   | s changed, or the t  | as If through thi.   | s<br>rs in                            |
|           | 154-MER Page  | a 2 of 6   |  | Version: May 1, 1999                  |

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

#### Amendments

The articles of incorporation, articles of organization, acruficate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see anached "Exhibit A." (Please note, if there will be no change please state "no change")

#### ĽX. Qualification or Licensure of Foreign Surviving Entity

| A. | The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited           |
|----|--|
|    | partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank,    |
|    | savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and |
|    | hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be           |
|    | served in the state of Ohio. The name and complete address of the statutory agent is:  |
|    |  |

|                             | American London     |
|-----------------------------|---------------------|
| (name)                      | (street and number) |
| •                           | Ohio                |
|                             |                     |
| (city, village or township) | (zip code)          |

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the stantory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited parmership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

The qualifying entity also states as follows: (Complete only if applicable)

|   |          | G J    |               |          |
|---|----------|--------|---------------|----------|
| 1 | Korrison | Notice | Wader Section | 1703 031 |

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

|  |                   | · ·         |          |
|--|-------------------|-------------|----------|
| The location of the main office (non-Ohi   | o) shall be:      |             |          |
|  | (street address)  | <del></del> |          |
| (city, township, or village)               | (county)          | (state)     | (zip coo |
| The principal office location in the state | of Ohio shall be: |             |          |
|  | (street address)  |             |          |
| (city, township, or village)               | (county)          | (State)     | (zip coo |

The corporation will exercise the following purpose(s) in the state of Ohio: (Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

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Version: May 1, 1999

### J. Kenneth Blackwell

Secretary of State

| Ь.  | The name under which the limited liability  | company desires to transact                      | business in Ohio is                |                               |  |
|-----|---|--|------------------------------------|-------------------------------|--|
| c.  | The limited liability company was organize  | d or registered on                               |                                    |                               |  |
| unc | ler the laws of the state/country of  |  | <del>-</del>                       |                               |  |
| đ.  | The address to which interested persons ma  | y direct requests for copies o                   | f the articles of organi           | zation, operating             |  |
| agr | eement, bylaws, or other charter documents o  | f the company is:                                |                                    |                               |  |
|     |   | (street address)                                 | <del></del>                        |                               |  |
|     | (city, township, or village)  |  | (state)                            | (zip code)                    |  |
|     | eign Qualifying Limited Partnership<br>the qualifying entity is a foreign limited partn<br>The name of the limited partnership is | tership, the following inform                    | ation must be complet              | ed).                          |  |
| b.  | The limited partnership was formed on   |  |                                    | -                             |  |
| C.  | The address of the office of the limited part   | nership in its state/country of                  | organization is:                   |                               |  |
|     |   | (street address)                                 |                                    |                               |  |
| d.  | (city, township, or village) The limited partnership's principal office and   | (county) idress is:                              | (state)                            | (zip code                     |  |
|     |   | (street address)                                 |                                    |                               |  |
| е.  | (city, township, or village) The names and business or residence address Name   | (county) sses of the General partners of Address | (state) of the partnership are     | (zip code<br>as follows:      |  |
| f.  |   | names and business or reside                     |                                    |                               |  |
|     | and their respective capital contributions is to be maintained is:  |  |                                    |                               |  |
|     |   | (street address)                                 |                                    |                               |  |
|     | (city, township, or village) The limited partnership hereby certifies that partnership in Ohio is canceled or withdraw            |  | (size)<br>is until the registratio | (zip code<br>n of the limited |  |
| Fo: | reign Qualifying Partnership Having Li<br>The name of the parmership shall be   | mited Liability                                  |                                    |                               |  |

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Version: May 1, 1999

### J. Kenneth Blackwell

Secretary of State

| b.                            | Please complete the following appr<br>1. The address of the partnership | opriate section (either item b) o's principal office in Ohio is: | l or b2):                   |                  |
|-------------------------------|---|--|-----------------------------|------------------|
|                               |   | (street name and number  | , Ohio                      | ·                |
|                               | (city, village  | or township)   | . Cino                      | ode)             |
|                               | (If the partnership does not have t                                     | a principal office in Ohio, th                                   | en items b2 and item c mu   | st be completed) |
|                               | 2. The address of the partnership                                       |  |                             |                  |
|                               |   | (street address)   |                             |                  |
| c.                            | (city, toweshing) The name and address of a statutor                    | ip, or village) y agent for service of process                   | in Ohio is as follows:      | (zip code)       |
|                               | (name)  | , Ohio   | (street and number          | <b>#</b> )       |
|                               | (city, village or townsi  | <del></del>  | (Zip code)                  |                  |
| ď                             | Please indicate the state or jurisdic                                   | tion in which the Foreign Lin                                    | nited Liability Partnership | has been formed  |
| е.                            | The business which the partnership                                      |  | -                           |                  |
|                               | The districts which the particular                                      |  |                             | <del></del>      |
| _                             |   |  |                             |                  |
|                               |   |  |                             |                  |
| Hamilton Exact pame  By: Its: |   | BP Car   | es Inc.  fine of entity  On |                  |
| RCR Norgi                     | n, Inc.   |  |                             |                  |
| Exact name                    | <u> </u>  | Exact na   | ame of entity               |                  |
| Ву:                           | Den /   | Ву:  |                             | ··               |
| Its:<br>Date:                 | <u> </u>  | Its:<br>Date:  |                             | <u> </u>         |
|                               |   |  |                             | •                |
|                               |   |  |                             |                  |
| Exact name                    | of entity   | Exact n  | ame of entity               |                  |
| Ву:                           | of entity   | Ву:  | ame of entity               |                  |
| By:                           | of entity   | By:  |                             |                  |
| By:                           | of entity   | By:  | ame of entity               |                  |
| Ву:                           | of entity   | By:  |                             | on: May 1, 1999  |

DATE: 07/31/2002

DOCUMENT ID 200221103764

DESCRIPTION DOMESTIC ARTICLES/FOR PROFIT

FILING 125.00

PENALTY

CERT

COPY

Receipt This is not a bill. Please do not remit payment.

**WEBSTER & ASSOCIATES** ATTN: J. RANDALL RICHARDS TWO MIRANOVA PL - 310 COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

#### 1332025

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

### REGAL CARE RESIDENCES, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200221103764



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of July, A.D. 2002.

Quneth Bac

Ohio Secretary of State

#### ARTICLES OF INCORPORATION OF REGAL CARE RESIDENCES, INC. (Under Chapter 1701.01 et seq.) **Profit Corporation**

The undersigned, a majority of whom are citizens of the United States, destring to form a corporation, for profit, under Sections 1701.01, et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of the corporation shall be Regal Care Residences, Inc.

SECOND: The place in Ohio where its principal office is to be located Hamilton, Butler County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

FIFTH: The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereto subscribed my name this 29 day of July, 2002.

Incorporator

#### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Regal Care Residences, Inc., hereby appoint J. Randall Richards, Attorney at Law, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is:

J. Randall Richards Attorney at Law Two Miranova Place, Suite 310 Columbus, Franklin County, Ohio 43215

Date: July 29, 2002

V. Randall Richards Incorporator

#### ACCEPTANCE OF APPOINTMENT

The undersigned, J. Randall Richards, named herein as statutory agent for Regal Care Residences, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Randall Richards

DATE: 09/12/2002

DOCUMENT ID 200225501224

DESCRIPTION
MERGER/DOMESTIC (MER)

FILING 125.00

**EXPED** .00

CERT

COPY

Receipt This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY TWO MIRANOVA PLACE **SUITE 310** COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

1332025

It is hereby certified that the Secretary of State of Ohio has custody of the business records for REGAL CARE RESIDENCES, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200225501224

United States of America State of Ohio Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of September, A.D. 2002.

Quneth (Sac

Ohio Secretary of State

DATE: 09/12/2002 DOCUMENT ID 200225501224

DESCRIPTION MERGED OUT OF EXISTENCE (MEX)

FILING

EXPED PENALTY

CERT

COPY

Receipt
This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY TWO MIRANOVA PLACE SUITE 310 COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

1213902

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR CENTRAL, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200225501224



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of September, A.D. 2002.

J. Cuneth Back

Ohio Secretary of State

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Doc ID -->

200225501224

DATE: DC 09/12/2002 200

DOCUMENT ID 200225501224

DESCRIPTION
MERGED OUT OF EXISTENCE (MEX)

FILING

EXPED

PENALTY

CERT .00 COPY

Receipt
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GEOFFREY E. WEBSTER, ATTORNEY TWO MIRANOVA PLACE SUITE 310 COLUMBUS, OH 43215

# STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1213904

It is hereby certified that the Secretary of State of Ohio has custody of the business records for RCR EAST, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200225501224



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of September, A.D. 2002.

Ohio Secretary of State

Cureth Cachinell

DATE: DOCUMENT ID DESCRIPTION FILING EXPED PENALTY CERT 09/12/2002 000225501224 MERGED OUT OF EXISTENCE (MEX) .00 .00 .00 .00

Receipt
This is not a bill. Please do not remit payment.

GEOFFREY E. WEBSTER, ATTORNEY TWO MIRANOVA PLACE SUITE 310 COLUMBUS, OH 43215

# STATE OF OHIO

### Ohio Secretary of State, J. Kenneth Blackwell

1213903

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

RCR NORTH, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

Page 27 of 34

COPY

200225501224

United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of September, A.D. 2002.

Ohio Secretary of State





ŧ.

### Prescribed by J. Kenneth Blackwell

Ohio Secretary of State Central Ohio: (614) 466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

| Expedite | this Form: page one  |
|----------|--|
| Mad Form | to one of the Pollowing  |
| O Yes    | PO Box 1390 Columbus, OH 43216 free an additional tee of \$100 *** |
|          | PO Box 1329  |
| Q No     | Columbus, OH 43216   |

www.state.ph.us/sos e-mail; busserv@sos.state.oh.us

### **CERTIFICATE OF MERGER**

(For Domestic or Foreign, Profit or Non-Profit) Filing Fee \$125.00 (154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

| RVIVING ENTITY  |                            |                  |             |                   |
|---|----------------------------|------------------|-------------|-------------------|
| The name of the entity surviving the merger is:   |                            |                  | CLIE        | ಚ                 |
| Regal Care Residences, Inc.   |                            |                  |             | 2002              |
| Name Change: As a result of this merger, the name of the  | ne surviving entity has t  | been changed to  | the fol     |                   |
| (Complete only if name of surviving entity is changing through the men  | er)                        |                  | 5           |                   |
| The surviving entity is a: (Please check the appropri   | ate box and fill in the    | appropriate blar | n(ca)       | 3                 |
| <b>V</b>  |                            |                  | <u> </u>    | ΰ                 |
| Domestic (Ohio) For-Profit Corporation, charter num   | ber <u>1332025</u>         |                  | <del></del> | $\overline{\sim}$ |
| · ☐ Domestic (Ohio) Non-Profit Corporation, charter num   | nber                       |                  | ۰           |                   |
| Foreign (Non-Ohio) Corporation incorporated under and licensed to transact business in the State of Ohi               |                            |                  |             |                   |
| Foreign (Non-Ohio) Corporation incorporated under and NOT licensed to transact business in the st                     |                            | ountry of        |             |                   |
| · ☐ Domestic (Ohio) Limited Liability Company, with regi  | stration number            |                  |             | _                 |
| Foreign (Non-Ohio) Limited Liability Company organized us and registered to do business in the State of Ohio under re |                            | country of       |             |                   |
| Foreign (Non-Ohio) Limited Liability Company organized un and NOT registered to do business in the State of Ol        |                            | country of       |             | <u> </u>          |
| Domestic (Ohio) Limited Partnership, with registration  | n number                   |                  |             |                   |
| ☐ Foreign (Non-Ohio) Limited Partnership organized under th   | e laws of the state/countr | y of             |             |                   |
| and registered to do business in the state of Ohio under re   | gistration number          |                  |             |                   |

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Last Revision: May 2002

|   | Foreign (Non-Ohio) Limited Partnership organized and NOT registered to do business in the state of     Domestic (Ohio) Partnership having limited it                   |   |  |
|---|--|---|--|
|   |  |   |  |
|   |  | liability, with the registration number   |  |
| C                                       | J Foreign (Non-Ohio) Partnership having limite   | ed liability organized under the laws o   | f the state/country of                         |
| С                                       | and registered to d  | o business in the state of Ohio under   | registration number                            |
|   | Foreign (Non-Ohio) Non-Profit incorporation under and licensed to transact business in the state of C  |   |  |
|   | Foreign (Non-Ohio) Non-Profit incorporation under<br>and not licensed to transact business in the state  |   |  |
|   | General partnership not registered with the s  | state of Ohio   |  |
| The na<br>respec<br>all mer             | ind entity  are, charter/license/registration number, type  ctively, of which is the entities merging out of e  riging entities, please attach a separate sheet list   | xistence are as follows: (If this is insu<br>ing the merging entities)  | n or organization,<br>Miclent spece to reflect |
|   | / charter, license or registration number  | State/Country of Organization   | Type of Entity                                 |
|   | North, Inc./1213903  | Butler, Ohio, USA   | For profit                                     |
| RCR N                                   |  |   |  |
|   | East, Inc./1213904   | Butler, Ohio, USA   | For profit                                     |
| RCR E                                   |  | Butler, Ohio, USA Butler, Ohio, USA   | For profit For profit                          |
| RCR C                                   | East, Inc./1213904   | Butler, Ohio, USA   | For profit                                     |
| RCR C                                   | East, Inc./1213904  Central, Inc./1213902  BER AGREEMENT ON FILE  ame and mailing address of the person or entit  ment of merger upon written request:  rey E. Webster | Butler, Ohlo, USA  by from whom/which eligible persons  Two Miranova Place, Suite 310   | For profit may obtain a copy of the            |
| RCR C                                   | East, Inc./1213904  Central, Inc./1213902  BER AGREEMENT ON FILE  ame and mailing address of the person or entit  ment of merger upon written request:  rey E. Webster | Butler, Ohlo, USA  by from whom/which eligible persons  Two Miranova Place, Suite 310  (street) NOTE: P.O. Box Address            | For profit                                     |
| RCR C  MERG The na agreen Geoffn (name) | East, Inc./1213904  Central, Inc./1213902  BER AGREEMENT ON FILE  arms and mailing address of the person or entit  ment of merger upon written request:                | Butler, Ohlo, USA  ty from whom/which eligible persons  Two Miranova Place, Suite 310 (street) NOTE: P.O. Box Address  Ohio 43215 | For profit may obtain a copy of the            |

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Case No. C-1-01-526 HHS Ex. 2

Last Revision: May 2002

|   | Two Miranova Place, Suite 310  |
|---|--|
| (name)  | (street) NOTE: P.O. Box Addresses are NOT acceptable.  |
| Columbus  | , Ohio 43215   |
| (city, village or to  |  |
| his item MUST be completed if the su<br>thorized to conduct business in the st  | rviving entity is a foreign entity which is not licensed, registered or otherwise<br>rate of Ohio)   |
| II. ACCEPTANCE OF AGENT   |  |
|   | the statutory agent for the above referenced surviving entity, hereby  |
| acknowledges and accepts the app  | pointment of statutory agent for said entity.  |
|   | Signature of Agent   |
|   | oleted by the surviving entitles if through this merger the statutory agent has<br>any way from the name currently on record with the Secretary of State.)   |
| II. STATEMENT OF MERGER   |  |
| Upon filing, or upon such later date<br>listed surviving entity   | as specified herein, the marging entity/entities listed herein shall marge into the  |
| X. AMENDMENTS   |  |
|   | s of organization, certificate of limited partnership or registration of partnership   |
| having limited liability (circle approp   | priate term) of the surviving domestic entity have been amended.   |
| ☐ Attachments are provided  | No Changes   |
| K. QUALIFICATION OR LICENSURE   | OF FOREIGN SURVIVING ENTITY  |
| QUALIFICATION OR LICENSURE     A. The listed surviving foreign corpartnership, or partnership have bank, savings bank, savings are limited liability, and hereby app  | DE No Changes  |
| QUALIFICATION OR LICENSURE     A. The listed surviving foreign corpartnership, or partnership have bank, savings bank, savings as limited liability, and hereby appagainst the entity may be served.                      | OF FOREIGN SURVIVING ENTITY poration, bank, savings bank, savings and loan, limited liability company, limited ing limited liability desires to transact business in Ohio as a foreign corporation, and loan, limited liability company, limited partnership, or partnership having solints the following as its statutory agent upon whom process, notice or demand   |
| K. QUALIFICATION OR LICENSURE<br>A. The listed surviving foreign cor-<br>partnership, or partnership hav<br>bank, savings bank, savings ar<br>limited liability, and hereby app<br>against the entity may be serve<br>is: | OF FOREIGN SURVIVING ENTITY poration, bank, savings bank, savings and loan, limited liability company, limited ing limited liability desires to transact business in Ohio as a foreign corporation, and loan, limited liability company, limited partnership, or partnership having soints the following as its statutory agent upon whom process, notice or demand and in the state of Ohio. The name and complete address of the statutory agent |
| K. QUALIFICATION OR LICENSURE<br>A. The listed surviving foreign cor-<br>partnership, or partnership hav<br>bank, savings bank, savings ar<br>limited liability, and hereby app<br>against the entity may be serve<br>is: | OF FOREIGN SURVIVING ENTITY poration, bank, savings and loan, limited liability company, limited ing limited liability desires to transact business in Ohio as a foreign corporation, and loan, limited liability company, limited partnership, or partnership having coints the following as its statutory agent upon whom process, notice or demand and in the state of Ohio. The name and complete address of the statutory agent               |

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Case No. C-1-01-526 HHS Ex. 2

Last Revision: May 2002

| (a.)         | The name of the Foreign Nationali association is   | y/Federally chartered bank,  | savings bank, or sav  | ings and loan |
|--------------|--|--|---|---------------|
| (b.)         | The name(s) of any Trade Name(s  | s) under which the corporation   | n will conduct busing   | 965:          |
| (c.)         | The location of the main office (nor   | n-Ohio) shall be:  |   |               |
|              | (street address)   | NOTE: P.O. B   | ox Addresses are NOT  | cceptable.    |
|              | (city, township, or village)   | (county)   | (state)   | (zip code     |
| (d.)         | The principal office location in the   | state of Ohio shall be:  |   |               |
| (d.)         | The principal office location in the state (street address)  |  | ox Addresses ere NOT a  | cceptable.    |
| (d.)         |  |  | Ohlo  |               |
| (d.)         | (street address) (city, township, or village)  | NOTE: P.O. 8   | Ohlo<br>(state)   | (zip code     |
|              | (street address)   | (county) an office in the state of Oh  | Ohlo (state)  lo, please list none te of Ohio:                      | (zip code     |
| (e.)         | (city, township, or village)  (Please note, if there will not be: The corporation will exercise the for  | (county) an office in the state of Oh illowing purpose(s) in the sta f the business to be conducted.                                       | Ohio (state)  lo, please list none te of Ohio: ed; a general clause | (zip code     |
| (e.)<br>Fore | (street address)  (city, township, or village)  (Please note, if there will not be at the corporation will exercise the form (Please provide a brief summary of the corporation will exercise the form (Please provide a brief summary of the corporation) | (county) an office in the state of Oh illowing purpose(s) in the sta f the business to be conducte company d liability company, the follor | Ohlo (state) lo, please list none te of Chio: ad; a general clause  | (zip code     |

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Last Revision: May 2002

|        | (street address)   | NOTE: P.O. Be   | ox Addresses are NOT a      | ccepteble.     |
|--------|--|---|-----------------------------|----------------|
|        | (city, township, or village)   |   | (state)                     | (zip code      |
|        | eign Qualifying Limited Partners<br>ne qualifying entity is a foreign limit  |   | nformation must be          | completed).    |
| (a.)   | The name of the limited partnershi   | p is  |                             |                |
| (b.)   | The limited partnership was forme  | d on  |                             |                |
| (c.)   | The address of the office of the lim   | nited partnership in its state/co                                 | ountry of organization      | en is:         |
|        | (street address)   | NOTE: P.O. BO   | ox Addresses are NOT a      | cceptable.     |
|        | (city, township, or village)   | (county)  | (state)                     | (zip code      |
| (d.)   | The limited partnership's principal  | office address is:  |                             |                |
|        | (street address)   | NOTE: P.O. Bo   | ox Addresses are NOT a      | cceptable.     |
|        | (city, township, or village)   | (county)  | (state)                     | (zip code      |
| (e.)   | The names and business or reside follows:  | ince addresses of the Genera                                      | al partners of the par      | inership are a |
|        | Name   | Address   |                             |                |
|        |  |   |                             |                |
|        |  |   |                             |                |
|        |  |   |                             |                |
| uffici | ent space to cover this item, please attach a  | separate wheet listing the general pa                             | intners and their respectiv | e addresses)   |
|        | ent space to cover this item, please attach a The address of the office where a limited partners and their respectiv | list of the names and busines                                     | s or residence addr         |                |
|        | The address of the office where a  | list of the names and busines<br>re capital contributions is to b | s or residence addr         | esses of the   |

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| The limited partnership hereby certifies the<br>imited partnership in Ohio is canceled or  | nat it shall maintain said records until the registration of the withdrawn.  |
|--|--|
| Foreign Qualifying Partnership Having  | Limited Liability  |
| a.) The name of the partnership shall be   |  |
| b.) Please complete the following approp   | priate section (either item b(I) or b(2)):   |
| (1.) The address of the partnership's  | s principal office in Ohio is:   |
| (sireet address)   | NOTE: P.O. Box Addresses are NOT acceptable.   |
|  | . Ohio   |
| (city, village or township)  | (zip code)   |
| (2.) The address of the partnership's  |  |
| (2.) The address of the partnership's  | principal office (Non-Ohio):  NOTE: P.O. Box Addresses are NOT acceptable.   |
|  |  |
| (atreel address) (city, township, or village)  | NOTE: P.O. Box Addresses are NOT ecceptable.   |
| (street address) (city, township, or village)  | NOTE: P.O. Box Addresses are NOT ecceptable. (state) (zip code   |
| (street address)  (city, township, or village)  c.) The name and address of a statutory  | NOTE: P.O. Box Addresses are NOT ecceptable. (state) (zip code   |
| (street address)  (city, township, or villege)  (c.) The name and address of a statutory  (name)  (street address)                             | NOTE: P.O. Box Addresses are NOT acceptable.  (state) (zip code)  aggent for service of process in Ohio is as follows:  NOTE: P.O. Box Addresses are NOT acceptable.  , Ohio |
| (city, township, or village) c.) The name and address of a statutory (name)  | NOTE: P.O. Box Addresses are NOT acceptable.  (state) (zip code)  agent for service of process in Chio is as follows:  NOTE: P.O. Box Addresses are NOT acceptable.          |
| (street address)  (city, township, or village) (c.) The name and address of a statutory  (name)  (street address)  (city, village or township) | NOTE: P.O. Box Addresses are NOT acceptable.  (state) (zip code)  aggent for service of process in Ohio is as follows:  NOTE: P.O. Box Addresses are NOT acceptable.  , Ohio |

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Date:

The undersigned constituent entities have caused this certificate of merger to be signed by its duty authorized officers, partners and representatives on the date(s) stated below.

RCR North, Inc. (Exact name of entity) Its: President

RCR East, Inc. (Exact name of entity) Its: President Date:

RCR Central, Inc. Its: President Date:

Regal Care Residences, Inc. (Exact name of entity) Its: President Date: \_

(Exact name of entity) its: Date:

Ву: \_\_\_\_ Date: \_\_\_\_\_

(Exact name of entity)

(Exact name of entity)

(Exact name of entity) Ву:\_\_\_\_\_ lts:\_\_\_\_ Date:

Ву: \_\_\_\_\_\_

(Exact name of entity) Ву:\_\_\_\_\_ lts:

(Exact name of entity) Ву: \_\_\_\_\_ Its: \_\_\_\_\_

Date: \_\_\_\_\_

Date:

Date: